

KELLER & BENVENUTTI LLP
Tobias S. Keller (#151445)
(tkeller@kellerbenvenutti.com)
Jane Kim (#298192)
(jkim@kellerbenvenutti.com)
650 California Street, Suite 1900
San Francisco, CA 94108
Tel: (415) 496-6723
Fax: (415) 636-9251

Attorneys for Debtors and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

Bankruptcy Case No. 19-30088 (DM)

PG&E CORPORATION,

Chapter 11

- and -

(Lead Case) (Jointly Administered)

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

**SUMMARY SHEET TO SECOND INTERIM FEE
APPLICATION OF KELLER & BENVENUTTI
LLP FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF
EXPENSES (JUNE 1, 2019 THROUGH
SEPTEMBER 30, 2019)**

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

Date: TBD

Time: TBD

Place: United States Bankruptcy Court

Courtroom 17, 16th Floor

San Francisco, CA 94102

Judge: Hon. Dennis Montali

** All papers shall be filed in the Lead Case
No. 19-30088 (DM).*

**Objection Deadline: December 4, 2019
4:00 p.m. (Pacific Time)**

GENERAL INFORMATION

Name of Applicant:	Keller & Benvenutti LLP
Authorized to Provide Professional Services to:	Attorneys for Debtors and Debtors in Possession
Petition Date:	January 29, 2019
Retention Date:	April 9, 2019 <i>nunc pro tunc</i> to January 29, 2019
Prior Applications:	None

SUMMARY OF FEES AND EXPENSES SOUGHT IN THIS APPLICATION

Amount of Compensation Sought as Actual, Reasonable, and Necessary: **\$687,230.00**

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: **\$66,455.22**

Total Compensation and Expenses Requested for the Compensation Period: **\$753,685.22**

SUMMARY OF PRIOR MONTHLY FEE STATEMENTS

Date Filed	Period Covered	Requested Fees	Requested Expenses	Paid Fees	Paid Expenses	Holdback Fees Requested
4/10/19 [Dkt. No. 1332]	1/29/19 – 2/28/19	\$401,910.00	\$13,631.54	\$321,528.00	\$13,631.54	\$80,382.00
5/8/19 [Dkt. No. 1933]	3/1/19 – 3/31/19	\$248,035.00	\$11,119.23	\$198,428.00	\$11,119.23	\$49,607.00
6/6/19 [Dkt. No. 2435]	4/1/19 – 4/30/19	\$271,250.00	\$2,705.34	\$217,000.00	\$2,705.34	\$54,250.00
7/8/19 [Dkt. No. 2894]	5/1/19 – 5/31/19	\$195,450.00	\$5,150.68	\$156,360.00	\$5,150.68	\$39,090.00
First Interim Fee Application [Dkt. No. 3099]		\$1,116,645.00	\$32,606.79	\$736,956.00	\$27,456.11	\$223,329.00
8/7/19 [Dkt. No. 3401]	6/1/19 – 6/30/19	\$154,765.00	\$31,394.43	\$123,812.00	\$31,394.43	\$30,953.00
9/18/19 [Dkt. No. 3927]	7/1/19 – 7/31/19	\$177,535.00	\$15,442.54	\$142,028.00	\$15,442.54	\$35,507.00
10/16/19 [Dkt. No. 4215]	8/1/19 – 8/30/19	\$196,310.00	\$15,570.27	\$0.00 ¹	\$0.00	\$39,262.00
11/5/19 [Dkt. No. 4579]	9/1/19 – 9/30/19	\$158,620.00	\$4,047.98	\$0.00 ²	\$0.00	\$31,724.00
		\$687,230.00	\$66,455.22	\$265,840.00	\$46,836.97	\$137,446.00

Summary of Any Objections to Monthly Fee Statements: None.

Compensation and Expenses Sought in this Interim Application Not Yet Paid: \$137,446.00³

¹ The Firm filed its Certificate of No Objection with respect to its August fees on November 7, 2019 [Docket No. 4592] and has submitted its August invoices to the Debtors but has not yet been paid.

² The Firm will be eligible for payment on its September invoices after it files its Certificate of No Objection on its monthly fee statement after the November 26, 2019 4:00 p.m. (Pacific Time) objection deadline expires.

³ Assumes payment received on August and September monthly fee statements on or prior to the hearing hereon.

**COMPENSATION BY PROFESSIONAL
JUNE 1, 2019 THROUGH SEPTEMBER 30, 2019**

The attorneys and paraprofessionals who rendered legal services in these Chapter 11 Cases during the Interim Fee Period are:

NAME OF PROFESSIONAL:	POSITION	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Tobias S. Keller	Partner	1990	800	122.7	\$98,160
Peter J. Benvenuti	Partner	1974	800	267.8	\$214,240
Jane Kim	Partner	2003 ¹	650	184.2	\$119,730
Keith A. McDaniels	Of Counsel	1997	600	8.1	\$4,860
Dara L. Silveira	Associate	2010	400	256	\$102,400
Thomas B. Rupp	Associate	2011	400	265.8	\$106,320
Jacob Bodden	Paralegal Trainee	N/A	150	265.4	\$39,810
Hadley Roberts-Donnelly	Paralegal Trainee	N/A	150	11.4	\$1,710
Total Professionals:				1,381.4	\$687,230

¹ Member of the California Bar since 2014

PROFESSIONALS	BLENDED RATE (rounded to nearest dollar)	TOTAL HOURS BILLED	TOTAL COMPENSATION
TOTALS:			
Partners and Counsel	750	582.8	\$436,990
Associates	400	521.8	\$208,720
Blended Attorney Rate	585	1,104.6	\$645,710
Paraprofessionals	150	276.8	\$41,520
Total Fees Incurred	497	1,381.4	\$687,230

**COMPENSATION BY WORK TASK CODE
JUNE 1, 2019 THROUGH SEPTEMBER 30, 2019**

TASK CODE	DESCRIPTION	HOURS	AMOUNT
002	Omnibus & Miscellaneous Court Appearances	430.1	\$132,155
003	Legal Research	1.7	\$680
004	General Case Administration	78.5	\$32,415
005	Automatic Stay Proceedings	262	\$170,535
006	Initial Debtor Interview, Meeting of Creditors, Creditor Inquiries	15.6	\$11,205
007	Professional Retention and Compensation – Keller & Benvenuti	80.1	\$37,995
008	Professional Retention and Compensation – Other Professionals	77.6	\$46,060
009	Financing and Cash Collateral	1.7	\$1,360
012	Tort Committees – Communication & Negotiation	1.9	\$1,490
013	U.S. Trustee – Communications & Negotiation	.2	\$130
014	Employee Matters	27.2	\$16,010
015	Supplier Issues	24.8	\$12,670
016	General Asset Analysis and Recovery	2.6	\$2,065
017	Sale or Use of Property – Motions	8.3	\$4,365
018	Executory Contract Issues	38.7	\$20,175
019	Tax Issues	.5	\$325
021	Plan – Advice, Strategy and Negotiation	50.8	\$32,045
022	Plan Disclosure Statements – Preparation of Documents	25.8	\$17,800
025	FERC Adversary Proceeding	9.8	\$6,665
026	Wildfire Litigation	49.2	\$30,125
027	Claims Review	17.7	\$11,680
028	Claim Disputes and Resolution	15.3	\$9,580
032	USDC Probation Compliance and Monitoring	8.2	\$4,940
034	Third Party Injunction Action (PERA)	22.1	\$12,600
035	Government Relations and Communications	.2	\$160
036	Miscellaneous Litigation Issues and Advice	109.5	\$60,040
037	Appeals	21.3	\$11,960
TOTAL		1,381.4	\$687,230

EXPENSE SUMMARY
JUNE 1, 2019 THROUGH SEPTEMBER 30, 2019

EXPENSES	AMOUNTS
Computerized Research	\$0.00
Meals	\$0.00
Travel	\$0.00
Transportation	\$114.85
Duplicating	\$47,551.28
Transcription Services	\$14,587.25
Telephone Conferencing	\$242.50
Messenger	\$3,311.34
Filing Fees	\$648.00
Total Expenses Requested:	\$66,455.22

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**SECOND INTERIM FEE APPLICATION OF
KELLER & BENVENUTTI LLP FOR
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Keller & Benvenutti LLP (“**Keller & Benvenutti**” or the “**Firm**”), co-counsel for PG&E Corporation and Pacific Gas and Electric Company (the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), hereby submits its Second Interim Fee Application (the “**Interim Application**”) for allowance and payment of compensation for professional services rendered and for reimbursement of actual and necessary expenses incurred for the period commencing June 1, 2019, through September 30, 2019 (the “**Interim Fee Period**”), pursuant to the *Order Pursuant to 11 U.S.C*

1 §§ 331 and 105(a) and Fed. R. Bankr. P. 2016 for Authority to Establish Procedures for Interim
2 Compensation and Reimbursement of Expenses of Professionals, entered on February 27, 2019
3 [Docket No. 701] (the “**Interim Compensation Procedures Order**”), sections 330 and 331 of title 11
4 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy
5 Procedure (the “**Bankruptcy Rules**”), the *Guidelines for Compensation and Expense Reimbursement*
6 *of Professionals and Trustees* (the “**Northern District Guidelines**”), the *United States Trustee*
7 *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under*
8 *11 U.S.C. § 330* (the “**UST Guidelines**”), the Fee Examiner Protocol [Docket No. 4473], and the Local
9 Bankruptcy Rules for the Northern District of California.

10 The Interim Application is based upon the points and authorities cited herein, the Declaration
11 of Tobias S. Keller filed concurrently herewith, the exhibits attached hereto and thereto, the pleadings,
12 papers, and records on file in this case, and any evidence or argument that the Court may entertain at
13 the time of the hearing on the Interim Application.

14 **CASE BACKGROUND AND STATUS**

15 **A. The Debtors’ Bankruptcy Proceedings**

16 The Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code on
17 January 29, 2019 (the “**Petition Date**”). The Debtors continue to operate their businesses and manage
18 their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy
19 Code. No trustee or examiner has been appointed.

20 On February 12, 2019, the Office of the United States Trustee for the Northern District of
21 California (the “**U.S. Trustee**”) appointed an Official Committee of Unsecured Creditors in the
22 Debtors’ cases (the “**Creditors’ Committee**”). On February 15, 2019, the U.S. Trustee appointed an
23 Official Committee of Tort Claimants (the “**TCC**”). On May 29, 2019, upon the request of the U.S.
24 Trustee, the Court appointed Professor Bruce A. Markell as the fee examiner in these Chapter 11 Cases
25 (the “**Fee Examiner**”).
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1 A description of the Debtors' business, capital structure, and the circumstances leading to the
2 filing of these Chapter 11 Cases is set forth in the *Amended Declaration of Jason P. Wells in Support*
3 *of First Day Motions and Related Relief* [Docket No. 263].

4 **B. The Debtors' Retention of Keller & Benvenuti**

5 On April 10, 2019, the Court entered the *Order Authorizing Debtors Pursuant to 11 U.S.C.*
6 *§ 327(a) and Fed. R. Bankr. P. 2014(a) and 2016 to Retain and Employ Keller & Benvenuti LLP Nunc*
7 *Pro Tunc to the Petition Date* [Docket No. 1306] (the "**Retention Order**"). A copy of the Retention
8 Order is attached hereto as **Exhibit A**.

9 The Retention Order authorizes the Debtors to compensate and reimburse the Firm pursuant to
10 the Bankruptcy Code, the Bankruptcy Rules, the Northern District Guidelines, and the Interim
11 Compensation Order. Subject to the Firm's application to the Court, the Debtors also are authorized
12 by the Retention Order to compensate Keller & Benvenuti at the Firm's standard hourly rates for
13 services performed and to reimburse it for actual and necessary expenses incurred. The Retention
14 Order authorizes Keller & Benvenuti to provide the following services to the Debtors:

- 15 • Appear in Court on behalf of the Debtors;
- 16 • Provide legal advice regarding the Debtors' rights and obligations as debtors in possession
17 and regarding local rules, practices, and procedures;
- 18 • Act to protect and preserve the Debtors' estates through the prosecution of actions on the
19 Debtors' behalf, defense of actions commenced against the Debtors, negotiation of disputes
20 in which the Debtors are involved, and preparation of objections to claims filed against the
21 Debtors' estates;
- 22 • Prepare on behalf of the Debtors any necessary applications, motions, answers, orders,
23 reports, and other legal papers;
- 24 • Provide traditional services of local co-counsel including, without limitation: monitoring
25 the docket for filings and coordinating with co-counsel in pending matters that need
26 response; preparing agenda letters, certificates of no objection, certifications of counsel, and

1 notices of fee applications and hearings; preparing hearing binders of documents and
2 pleadings; and preparing documents and pleadings for hearings;

- 3 • Handle inquiries and calls from creditors and counsel to interested parties regarding
4 pending matters and the general status of the Chapter 11 Cases and, to the extent required,
5 coordinate with co-counsel on any necessary responses;
- 6 • Act as primary counsel in the event that debtor's lead bankruptcy counsel has a disabling
7 conflict, believes it would be more efficient, or otherwise desires the Firm to act in such
8 capacity in discrete matters; and
- 9 • Provide additional support to the Debtors and to co-counsel, as requested.

10 **C. Professional Compensation and Reimbursement of Expenses Requested**

11 By this Interim Application, the Firm seeks interim allowance of compensation in the amount
12 of \$687,230.00 and actual and necessary expenses in the amount of \$66,455.22, for a total allowance
13 of \$753,685.22, and payment of \$137,446 (20% of the allowed fees)⁴ for the Interim Fee Period.

14 All services for which Keller & Benvenuti requests compensation were performed for or on
15 behalf of the Debtors. Keller & Benvenuti has received no payment and no promises for payment
16 from any source other than the Debtors for services rendered or to be rendered in any capacity
17 whatsoever in connection with the matters covered by this Interim Application.

18 There is no agreement or understanding between Keller & Benvenuti and any other person
19 other than the partners of Keller & Benvenuti for the sharing of compensation to be received for
20 services rendered in these cases. As of the Petition Date, the Firm had a remaining credit balance in
21 favor of the Debtors for professional services performed and to be performed, and expenses incurred
22 and to be incurred, in connection with these Chapter 11 Cases in the amount of \$111,105.20. In
23 connection with these Chapter 11 Cases, as of this date Keller & Benvenuti has been paid \$1,002,796

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⁴ Assumes payment of the Firm's August and September fees in the ordinary course.
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1 in fees and reimbursed \$74,293.08 in expenses.⁵ As of the date of the Interim Application, the Firm
2 has been paid \$265,840 in fees and reimbursed \$46,836.97 in expenses during the Interim Fee Period.
3 These amounts have been paid pursuant to the Interim Compensation Order but not yet allowed.

4 The Firm has billed the Debtors in these Chapter 11 Cases in accordance with its existing
5 billing rates and procedures in effect during the Interim Fee Period. These rates are the same rates
6 Keller & Benvenutti charges for services rendered by its attorneys and paraprofessionals in comparable
7 matters, and are reasonable given the compensation charged by comparably skilled practitioners in
8 similar matters in both the California and national markets. The Summary Sheet filed herewith
9 contains tables listing the Keller & Benvenutti attorneys and paraprofessionals who have performed
10 services for the Debtors during the Interim Fee Period, including their job titles, hourly rates, aggregate
11 number of hours worked in this matter, and, for attorneys, the year in which each professional was
12 licensed to practice law. The Summary Sheet also contains a table summarizing the hours worked by
13 the Firm's attorneys and paraprofessionals broken down by project billing code. Keller & Benvenutti
14 maintains computerized time records, which have been filed on the docket with the Firm's monthly fee
15 statements and furnished to the Debtors, counsel for the Creditors' Committee and the TCC, the U.S.
16 Trustee, and the Fee Examiner in the format specified by the Interim Compensation Order.

17 **D. Budget and Budget-to-Actual Performance**

18 For the periods ending June 30, July 31, August 30, and September 30, 2019, Keller &
19 Benvenutti provided budget estimates to the Debtors of \$250,000, \$250,000, \$210,000, and \$235,000,
20 respectively. The Firm's actual fees during these periods were usually lower than predicted, and actual
21 experience was never more than ten (10%) greater than estimated.

25 ⁵ The Firm has not yet been paid on the fees detailed in the First Interim Fee Application of Keller &
26 Benvenutti LLP for Allowance and Payment of Compensation and Reimbursement of Expenses
27 (January 29, 2019 Through May 31, 2019) [Docket No. 3099].

1 **JURISDICTION**

2 This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. sections 157 and 1334.
3 This is a core proceeding pursuant to 28 U.S.C. section 157(b). Venue is proper before this Court
4 pursuant to 28 U.S.C. sections 1408 and 1409.

5 **PROJECT BILLING AND NARRATIVE STATEMENT OF SERVICES RENDERED**

6 During the Interim Fee Period, Keller & Benvenutti professionals expended 1,381.4 hours on
7 behalf of the Debtors. Of this, 582.8 hours were expended by partners and of counsel, 521.8 by
8 associates, and 276.8 by paraprofessionals. Keller & Benvenutti's attorneys bill at hourly rates ranging
9 from \$400 to \$800, for a blended attorney rate of \$585 during the Interim Fee Period.

10 In accordance with the Interim Compensation Procedures Order, the Northern District
11 Guidelines, and the Local Rules, the Firm has classified services performed into the twenty-seven
12 specific categories set forth below. Keller & Benvenutti has attempted to place the services provided
13 in the category that best relates to such services; because certain services may relate to one or more
14 categories, however, services pertaining to one category may in fact be included in another category.

15 **A. Omnibus & Miscellaneous Court Appearances**

16 Keller & Benvenutti attorneys represented the Debtors at the omnibus hearings on June 11,
17 June 26, July 9, July 24, July 31, August 9, August 13, August 14, August 27, and September 24, 2019.
18 The Firm prepared the agendas for each of these omnibus hearings, which included extensive
19 conferences both internally and with the Debtors' other professionals. The Firm's paraprofessionals
20 also developed binders for use by the Debtors' other professionals at the omnibus hearings.

21 Total Hours: 430.1 Total Fees: \$132,155.00

22 **B. Legal Research**

23 During the Interim Fee Period, Keller & Benvenutti conducted research for the Debtors
24 regarding plan support agreements and issue preclusion.

25 Total Hours: 1.70 Total Fees: \$680.00
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1 **C. General Case Administration**

2 The Firm's role as the Debtors' local counsel necessitates it taking on a proportionately larger
3 share of the administrative workflow necessary to keep these Chapter 11 Cases running smoothly. To
4 that end, during the Interim Fee Period, Keller & Benvenutti professionals:

- 5 • Assisted the Debtors and their advisors with *pro hac vice* applications, ECF notices, and
6 ordering hearing transcripts;
- 7 • Tracked pending motions and papers and reviewed the case docket;
- 8 • Drafted and uploaded orders following hearings;
- 9 • Electronically filed documents on behalf of the Debtors' other professionals;
- 10 • Communicated frequently with the Debtors' other professionals regarding work in process,
11 including participating in weekly calls with the Debtors' other professionals discussing the
12 status of upcoming motions and plans for upcoming hearings;
- 13 • Prepared hearing notices;
- 14 • Communicated with Court staff regarding hearing and filing logistics;
- 15 • Coordinated with the Debtors' other professionals, including PrimeClerk, to handle service
16 of court documents.

17 Total Hours: 78.5

Total Fees: \$32,415.00

18 **D. Automatic Stay Proceedings**

19 During the Interim Period, Keller & Benvenutti analyzed and advised the Debtors with respect
20 to automatic stay issues relating to, among others: (1) the California Public Utilities Commission;
21 (2) Wendy Nathan; (3) the Federal Energy Regulatory Commission; (4) the City of Morgan Hill;
22 (5) Michael S. Danko and Mary S. Danko; (6) Kathleen Pelley and Allan Pelley; (7) the Valero
23 litigation, (8) power purchase agreement counterparties; (9) Dan Clarke; (10) Xiaotian Sun, Wei Luo,
24 Csaba Mester, and Marta Mester; (11) litigation relating to the Tubbs fire; (12) Philip Verwey Farms;
25 (13) Gloria Robinson; (14) the California Barrel Company quiet title action; (15) the Ghost Ship
26 litigation; (16) Angela Ramirez; (17) the *Mendoza v. City of San Jose* litigation; (18) Enel Green
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1 Power North America, Inc.; and (19) Marina and Mikhail Gelman. The Firm advised the Debtors on
2 these matters regarding strategy, coordinated with the Debtors' other professionals, drafted
3 stipulations, and prepared filings.

4 Total Hours: 262 Total Fees: \$170,535.00

5 **E. Initial Debtor Interview, Meeting of Creditors, Creditor Inquiries**

6 During the Interim Fee Period, the Firm advised the Debtors with respect to their monthly
7 operating reports and amended schedules. Keller & Benvenutti attorneys also responded to inquiries
8 from the Debtors' creditors regarding claim format and claims trading and assignment.

9 Total Hours: 15.6 Total Fees: \$11,205.00

10 **F. Professional Retention and Compensation – Keller & Benvenutti**

11 During the Interim Fee Period, Keller & Benvenutti prepared monthly fee statements [Docket
12 Nos. 3401, 3927, 4215, and 4579] as well as the *First Interim Fee Application of Keller & Benvenutti*
13 *LLP for Allowance and Payment of Compensation and Reimbursement of Expenses (January 29, 2019*
14 *Through May 31, 2019)* [Docket No. 3099]. The Firm's professionals also corresponded with the Fee
15 Examiner and his counsel regarding the Firm's fee statements and time entries.

16 Total Hours: 80.1 Total Fees: \$37,995.00

17 **G. Professional Retention and Compensation – Other Professionals**

18 During the Interim Fee Period, Keller & Benvenutti, among other things: (1) consulted with
19 and filed fee statements for the Debtors' other retained professionals; (2) advised the Debtors' other
20 professionals regarding local practice with respect to fees and reimbursable expenses; (3) conferred
21 with the Debtors' other professionals regarding negotiations with the Fee Examiner; and (4) worked
22 with the Debtors' other professionals on the *Retained Professionals' Joint Response to Motion to*
23 *Approve Fee Procedures and Fee Examiner Protocol* [Docket No. 4064].

24 Total Hours: 77.6 Total Fees: \$46,060.00

1 **H. Financing and Cash Collateral**

2 The Firm assisted the Debtors' other professionals with issues surrounding financing, including
3 responding to inquiries regarding opportunities to provide post-confirmation financing.

4 Total Hours: 1.70 Total Fees: \$1,360.00

5 **I. Tort Committees – Communication and Negotiations**

6 Keller & Benvenutti attorneys conferred with the Debtors' other professionals and the TCC's
7 counsel regarding the TCC's discovery requests and discovery disputes arising therefrom.

8 Total Hours: 1.90 Total Fees: \$1,490.00

9 **J. U.S. Trustee – Communication and Negotiations**

10 The Firm communicated with the U.S. Trustee on issues relating to general case administration
11 and the Fee Examiner Protocol.

12 Total Hours: 0.20 Total Fees: \$130.00

13 **K. Employee Matters**

14 During the Interim Fee Period, Keller & Benvenutti advised the Debtors and the Debtors' other
15 professionals on issues relating to and, in some cases, motions in support of: (1) claims by retirees;
16 (2) the compensation and terms of employment of the Debtors' Chief Executive Officer; (3) the Key
17 Employee Incentive Program; (4) D&O insurance; and (5) confidential settlements with former
18 employees.

19 Total Hours: 27.2 Total Fees: \$16,010.00

20 **L. Supplier Issues**

21 The Firm communicated directly with the Debtors' various suppliers or their counsel and
22 advised the Debtors and the Debtors' other professionals regarding suppliers' potential prepetition
23 claims. One Keller & Benvenutti attorney spent time during the Interim Fee Period working on a
24 payment agreement with Tulsa Inspection Resources.

25 Total Hours: 24.8 Total Fees: \$12,670.00

1 **M. General Asset Analysis and Recovery**

2 This billing code relates to work performed by Keller & Benvenutti attorneys with respect to a
3 variety of asset recovery issues, including a land license dispute, the recovery of unclaimed funds, a
4 quiet title action, a purchase offer by the South San Joaquin Irrigation District, and the potential sale of
5 insurance assets.

6 Total Hours: 2.60 Total Fees: \$2,065.00

7 **N. Sale or Use of Property – Motions**

8 During the Interim Fee Period, the Firm assisted the Debtors' other professionals with the
9 following motions, as well as their supporting documents and replies: (1) the *Motion Pursuant to 11*
10 *U.S.C. §§ 105(a) and 363 for an Order Authorizing Debtors to Participate in AB-1054 Wildfire Fund*
11 *[Docket No. 3444]*; (2) the *De Minimis Asset Sale Procedures Motion [Docket No. 3575]*; and (3) the
12 *De Minimis Claims Settlement Procedures Motion [Docket No. 3576]*.

13 Total Hours: 8.30 Total Fees: \$4,365.00

14 **O. Executory Contract Issues**

15 During the Interim Period, Keller & Benvenutti advised the Debtors in connection with various
16 matters relating to the treatment of executory contracts and unexpired leases. Among other things,
17 Keller & Benvenutti: (1) advised the Debtors and the Debtors' other professionals regarding the
18 potential modification or rejection of certain contracts and leases; (2) communicated with contract
19 counterparties to address certain disputes and inquiries, including with respect to the potential
20 modification or rejection of their contracts; and (3) assisted the Debtors' other professionals with the
21 preparation of motions, replies, and supporting documents relating to assumption of certain Energy
22 Procurement Agreements, contracts in connection with the Community Pipeline Safety Initiative, and
23 certain other contracts and leases.

24 Total Hours: 38.7 Total Fees: \$20,175.00

1 **P. Tax Issues**

2 The Firm advised the Debtors and assisted the Debtors' other professionals with respect to
3 issues surrounding the Debtors' tax obligations, specifically those owed to the State of Maryland.

4 Total Hours: 0.50 Total Fees: \$325.00

5 **Q. Plan – Advice, Strategy, and Negotiation**

6 Since the beginning of these Chapter 11 Cases, the Firm has been in discussions with the
7 Debtors and the Debtors' other professionals regarding paths to resolution of the cases. In addition to
8 these high-level strategy conversations, this billing code also covers research and consultation relating
9 to the following: (1) the Debtors' exclusive period and the potential termination thereof; (2) plan
10 support agreements; (3) backstop agreements; (4) estimation of claims under section 502 of the
11 Bankruptcy Code; (5) disclosure statement formats favored in this Court; (6) potential waivers of
12 director and officer liability; and (7) potential impairment of claims compromised under Bankruptcy
13 Rule 9019.

14 Total Hours: 50.8 Total Fees: \$32,045.00

15 **R. Plan and Disclosure Statements – Preparation of Documents**

16 This billing code relates to work performed on the Debtors' Plan of Reorganization (the
17 “**Plan**”). During the Interim Fee Period, Keller & Benvenuti attorneys reviewed and commented on
18 drafts of the Plan, Disclosure Statement, and the Restructuring Support Agreement with the
19 Consenting Subrogation Claimholders (the “**RSA**”). The Firm also assisted the Debtors' other
20 professionals with the motion in support of the RSA and the *Second Exclusivity Extension Motion*
21 [Docket No. 4005].

22 Total Hours: 25.8 Total Fees: \$17,800.00

23 **S. FERC Adversary Proceeding**

24 Work in this billing category relates to Adversary Proceeding No. 19-03003, *PG&E*
25 *Corporation, Pacific Gas and Electric Company v. Federal Energy Regulatory Commission*. During
26
27

1 the Interim Fee Period, Keller & Benvenutti attorneys assisted in work relating to motions for
2 summary judgment and declaratory judgment and the appeal therefrom.

3 Total Hours: 9.8 Total Fees: \$6,665.00

4 **T. Wildfire Litigation**

5 Work in this billing category relates to litigation arising from the 2017 and 2018 Northern
6 California wildfires. Most of the work performed by Keller & Benvenutti attorneys during the Interim
7 Fee Period relates to the Court's withdrawal of the reference regarding wildfire claims estimation
8 [Docket No. 3648] and the estimation proceeding in front of the Honorable James Donato in the
9 United States District Court for the Northern District of California (the "**District Court**"), Case No.
10 19-05257 (the "**Estimation Proceedings**"). In the Estimation Proceedings, the Firm has assisted the
11 Debtors' other professionals with overarching strategy, as well as with discovery disputes and status
12 conference planning. Additionally, during the Interim Fee Period, the Firm represented the Debtors
13 and assisted the Debtors' other professionals with respect to Adversary Proceeding No. 19-03005,
14 *Herndon et al. v. PG&E Corporation et al.* and the appeal therefrom. Keller & Benvenutti attorneys
15 also assisted the Debtors' other professionals with respect to wildfire-related discovery, including
16 disputes surrounding the BrownGreer database.

17 Total Hours: 49.2 Total Fees: \$30,125.00

18 **U. Claims Review**

19 This category relates to issues regarding creditors' asserted claims. During the Interim Fee
20 Period, Keller & Benvenutti attorneys advised the Debtors and the Debtors' other professionals
21 regarding certain proofs of claim, the deadline to file proofs of claim (the "**Bar Date**"), mechanics'
22 liens, and claims asserted under section 503(b)(9). Near the end of the Interim Fee Period, the Firm
23 also began to work with the Debtors' other professionals regarding a work plan for claims objections.

24 Total Hours: 17.7 Total Fees: \$11,680.00

1 **V. Claim Disputes and Resolution**

2 The Firm advised the Debtors and the Debtors' other professionals with respect to setting the
3 Bar Date, including the motion and supporting documents and stipulations to extend response times
4 thereto. This category also relates to work regarding claims asserted under section 503(b)(9),
5 reclamation claims, settlement of de minimis claims, and negotiated allowance of claims.

6 Total Hours: 15.3 Total Fees: \$9,580.00

7 **W. USDC Probation Compliance and Monitoring**

8 This billing code relates to monitoring work performed by the Firm with respect to the criminal
9 case against the Debtors pending in the District Court. Keller & Benvenutti monitored the proceedings
10 in the District Court to ensure preparedness should there be any impact on the smooth administration
11 of these Chapter 11 Cases, including attending hearings and reviewing pleadings, and advised the
12 Debtors regarding the same.

13 Total Hours: 8.20 Total Fees: \$4,940.00

14 **X. Third Party Injunction Action (PERA)**

15 This billing code relates to work performed in Adversary Proceeding No. 19-03006, *PG&E*
16 *Corporation, Pacific Gas and Electronic Company v. Public Employees Retirement Association of*
17 *New Mexico, et al.* During the Interim Fee Period, the Firm assisted the Debtors and the Debtors'
18 other professionals with a motion for a preliminary injunction against the defendants, which included
19 coordinating preparation of documents, filing, and service of various papers in the adversary
20 proceeding, including filings under seal.

21 Total Hours: 22.1 Total Fees: \$12,600.00

22 **Y. Government Relations and Communications**

23 In June, Tobias Keller communicated with the Debtors' in-house counsel regarding requests for
24 panel appearances and statements on the case.

25 Total Hours: 0.20 Total Fees: \$160.00

1 **Z. Miscellaneous Litigation Issues and Advice**

2 The Firm has endeavored to create separate billing codes for larger litigation matters.
3 However, this category serves as a catch-all for smaller litigation and discovery matters. During the
4 Interim Fee Period, Keller & Benvenutti assisted the Debtors and the Debtors' other professionals with
5 logistical matters relating to court appearances, e-filing notices, and setting the omnibus hearing
6 agendas on litigation issues. This billing code also has been applied to work performed with respect to
7 the following: (1) discovery disputes with the TCC, including motions for protective orders and
8 motions to compel; (2) work relating to Adversary Proceeding Nos. 19-03037, *Elward et al. v. Pacific*
9 *Gas & Electric Company* and 19-03005, *Herndon et al. v. PG&E Corporation et al.*; (3) the consent
10 decree with the San Francisco Herring Association; (4) the TCC's motion for a jury trial [Docket No.
11 2843]; (5) efforts to find a non-litigated resolution to the Ghost Ship case; (6) a potential injunction
12 barring suits against the Debtors' contractors; (7) attempted resolution of a stayed personal injury
13 lawsuit; and (8) negotiations and scheduling stipulations in Adversary Proceeding No. 19-03008, *JH*
14 *Kelly, LLC v. AECOM Technical Services, Inc.*

15 Total Hours: 109.5 Total Fees: \$60,040.00

16 **AA. Appeals**

17 During the Interim Fee Period, the Firm worked on matters related to appeals with respect to:
18 (1) Adversary Proceeding No. 19-03003, *PG&E Corporation and Pacific Gas & Electric Company v.*
19 *Federal Energy Regulatory Commission*; (2) the Court's orders lifting the automatic stay for the TCC
20 [Docket No. 3644] and the Ad Hoc Group of Subrogation Claim Holders [Docket No. 3643]; and
21 (3) Adversary Proceeding No. 19-03005, *Herndon et al. v. PG&E Corporation.*

22 Total Hours: 21.3 Total Fees: \$11,960.00

23 **EXPENSE SUMMARY**
24 **JUNE 30, 2019 THROUGH SEPTEMBER 30, 2019**

25 As is its typical practice in chapter 11 cases, the Firm advanced costs on behalf of the Debtors
26 in connection with the discharge of the duties described in the Interim Application. During the Interim

1 Fee Period, Keller & Benvenutti incurred a total of \$66,455.22 in expenses. These expenses, which
2 include reproduction of hearing binders, payment of *pro hac vice* and filing fees, and ordering hearing
3 transcripts, are reasonable and necessary to the smooth administration of these Chapter 11 Cases.
4 Receipts for all significant expenses have been provided to the Debtors and the Fee Examiner.

5 **LEGAL BASIS FOR INTERIM COMPENSATION**

6 The professional services for which Keller & Benvenutti requests interim allowance of
7 compensation and reimbursement of expenses were rendered and incurred in connection with this case
8 in the discharge of Keller & Benvenutti's professional responsibilities as attorneys for the Debtors in
9 these Chapter 11 Cases. Keller & Benvenutti's services have been necessary and beneficial to the
10 Debtors and their estates, creditors, and other parties in interest.

11 In accordance with the factors enumerated in section 330 of the Bankruptcy Code, Keller &
12 Benvenutti respectfully submits that the amount requested by Keller & Benvenutti is fair and
13 reasonable given the complexity of these Chapter 11 Cases, the time expended, the nature and extent of
14 the services rendered, the value of such services, and the costs of comparable services other than in a
15 case under the Bankruptcy Code. Moreover, Keller & Benvenutti has reviewed the requirements of the
16 Interim Compensation Procedures Order, the Northern District Guidelines, and the UST Guidelines
17 and believes that the Interim Application complies with all of them except as specifically noted herein.

18 **AVAILABLE FUNDS**

19 The Firm understands that the Debtors' estate has sufficient funds available to pay the fees and
20 costs sought herein.

21 **NOTICE**

22 Notice of the Interim Application has been provided to parties in interest in accordance with the
23 procedures set forth in the Interim Compensation Order. Keller & Benvenutti submits that, in view of
24 the facts and circumstances of these Chapter 11 Cases, such notice is sufficient and no other or further
25 notice need be provided.
26
27
28

1 **CONCLUSION**

2 Keller & Benvenutti respectfully requests an interim allowance to Keller & Benvenutti for
3 compensation in the amount of \$687,230.00 and actual and necessary expenses in the amount of
4 \$66,455.22, for a total allowance of \$753,685.22, and an authorization for payment of \$137,446 (20%
5 of the allowed fees); and for such other and further relief as this Court deems proper.

6 Dated: November 14, 2019

Respectfully submitted,

7 KELLER & BENVENUTTI LLP

8 By: /s/ Tobias S. Keller
9 Tobias S. Keller

10 *Attorneys for Debtors and Debtors in Possession*

Notice Parties

PG&E Corporation
c/o Pacific Gas & Electric Company
Attn: Janet Loduca, Esq.
77 Beale Street
San Francisco, CA 94105

Weil, Gotshal & Manges LLP
Attn: Stephen Karotkin, Esq.
Jessica Liou, Esq.
Matthew Goren, Esq.
767 Fifth Avenue
New York, NY 10153

The Office of the United States Trustee for Region 17
Attn: Andrew Vara, Esq.
Timothy Laffredi, Esq.);
450 Golden Gate Avenue, 5th Floor, Suite #05-0153
San Francisco, CA 94102

Milbank LLP
Attn: Dennis F. Dunne, Esq.
Sam A. Khalil, Esq.
55 Hudson Yards
New York, NY 10001-2163

Milbank LLP
Attn: Paul S. Aronzon, Esq.,
Gregory A. Bray, Esq.,
Thomas R. Kreller, Esq.
2029 Century Park East, 33rd Floor
Los Angeles, CA 90067

Baker & Hostetler LLP
Attn: Eric Sagerman, Esq. and
Cecily Dumas, Esq.
11601 Wilshire Boulevard, Suite 1400
Los Angeles, CA 90025-0509

Bruce A. Markell, Fee Examiner
541 N. Fairbanks Ct., Ste 2200
Chicago, IL 60611-3710

Scott H. McNutt
324 Warren Road
San Mateo, California 94402